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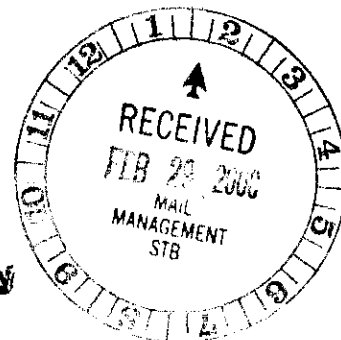
Monday, February 28, 2000

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary
Case Control Unit
Attn: STB Ex Parte No. 582
1925 K Street, N.W.
Washington, D.C. 20423-0001

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Office of the Secretary

FEB 29 2000

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Dear Sir:

World Distribution Group is a a third party logistics provider with annual sales of over \$5 million. We are a major shipper and receiver of forest products with two facilities in Chicago, IL. One facility is located directly on the IC / CN and the second is located on a small line that directly interchanges with the BN and IC / CN. We receive in over 100,000 tons of containerboard and other forms of paper via rail from Canada and the U.S. annually and supply a majority of paper converters / printers in the midwest. The purpose of this letter is to comment on the issues to be discussed on March 8th, 2000 in Ex Parte 582.

We encourage the Surface Transportation Board to focus on whether the proposed CN-BNSF combination is good for shippers, not on potential downstream effects. The CN-BNSF combination should be judged on its merits and if other carriers propose mergers, then these cases ought to be evaluated on their merits.

The timing of the proposed CN-BNSF combination is not the central issue for our company. Our concern is service. Recent mergers have failed on service, not because of timing. Accordingly, the Surface Transportation Board should focus on ensuring that CN-BNSF combination, and any other future mergers, will deliver service.

The Surface Transportation Board has a comprehensive process to evaluate railroad transactions and protect the public interest. It should fairly evaluate the CN-BNSF combination according to that process. Do not let other railroads use the Surface Transportation Board process to protect themselves and not shippers.

Sincerely,

World Distribution Group
Douglas Sharfstein
President